

**ASSIGNMENT ACCEPTANCE AND NOTICE  
REPLACEMENT PROPERTY CONTRACT  
DIRECTION TO CONVEY**

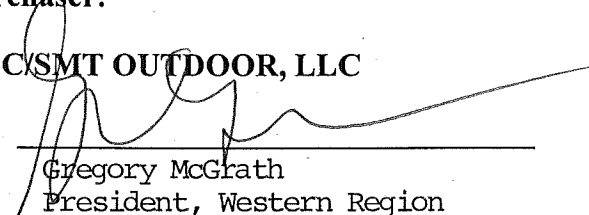
**ASSIGNMENT**

DATE: October 11, 2002

For value received, CDC/SMT Outdoor, LLC, a Delaware limited liability company ("Purchaser"), hereby transfers, sets over and assigns all right, title and interest (but not its obligations) in and to (1) the Agreement for Purchase of Real Property and Joint Escrow Instructions, dated October 11, 2002, a copy of which is attached hereto, and (2) the Tri Party Agreement dated October 11, 2002, a copy of which is attached hereto, for the parcel of unimproved land located in Los Angeles, California, comprised of 153,412 gross square feet of unimproved land, and identified as Lot 7 of Tract No. 52172, more particularly described in Exhibit A attached hereto, to Chicago Deferred Exchange Corporation, under an Exchange Agreement dated April 15, 2002 ("Agreement") between CDC/SMT, Inc., the sole member of Purchaser, and Chicago Deferred Exchange Corporation.

**Purchaser:**

**CDC/SMT OUTDOOR, LLC**

By:   
Gregory McGrath  
Its: President, Western Region

**ACCEPTANCE AND DIRECTION TO CONVEY**

Chicago Deferred Exchange Corporation, hereby accepts this Assignment of Purchaser's right, title and interests (but not Purchaser's obligations) as of the \_\_\_\_\_ day of October, 2002, and exercising its discretion under Article Third, Paragraph F of the Agreement, hereby directs the Seller of Replacement Property to convey, on behalf of, and consistent with the rights of the Exchangor under the Agreement, the Replacement Property directly to CDC/SMT Outdoor, LLC.

Chicago Deferred Exchange Corporation

By: \_\_\_\_\_

Its: Vice President

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REPLACEMENT PROPERTY CONTRACT  
DIRECTION TO CONVEY**

**ASSIGNMENT**

DATE: October 11, 2002

For value received, CDC/SMT Outdoor, LLC, a Delaware limited liability company ("Purchaser"), hereby transfers, sets over and assigns all right, title and interest (but not its obligations) in and to (1) the Agreement for Purchase of Real Property and Joint Escrow Instructions, dated October 11, 2002, a copy of which is attached hereto, and (2) the Tri Party Agreement dated October 11, 2002, a copy of which is attached hereto, for the parcel of unimproved land located in Los Angeles, California, comprised of 153,412 gross square feet of unimproved land, and identified as Lot 7 of Tract No. 52172, more particularly described in Exhibit A attached hereto, to Chicago Deferred Exchange Corporation, under an Exchange Agreement dated April 15, 2002 ("Agreement") between CDC/SMT, Inc., the sole member of Purchaser, and Chicago Deferred Exchange Corporation.

**Purchaser:**

**CDC/SMT OUTDOOR, LLC**

By: \_\_\_\_\_

Its: \_\_\_\_\_

**ACCEPTANCE AND DIRECTION TO CONVEY**

Chicago Deferred Exchange Corporation, hereby accepts this Assignment of Purchaser's right, title and interests (but not Purchaser's obligations) as of the 10th day of October, 2002, and exercising its discretion under Article Third, Paragraph F of the Agreement, hereby directs the Seller of Replacement Property to convey, on behalf of, and consistent with the rights of the Exchangor under the Agreement, the Replacement Property directly to CDC/SMT Outdoor, LLC.

**Chicago Deferred Exchange Corporation**

By: 

Its: Vice President

CLB:216010.1

RECEIVED TIME OCT. 10. 2:05PM 10/10/2002 WED 10:20 11/01/02 NO 71611 12002

BOE-C6-0096537

## NOTICE

Notice is hereby given that all of Purchaser's right, title and interest (but not Purchaser's obligations) in and to (1) the Agreement for Purchase of Real Property and Joint Escrow Instructions, dated October 11, 2002 and (2) the Tri Party Agreement dated October 11, 2002 have been assigned to Chicago Deferred Exchange Corporation, under an Exchange Agreement between Purchaser and Chicago Deferred Exchange Corporation.

### Receipt Acknowledged:

#### GENESIS LA ECONOMIC GROWTH CORPORATION

By: Marc W. Wilson

Its: Acting CEO/Vice-Chair


Copy to: Allen Matkins Leck Gamble & Mallory LLP  
515 South Figueroa Street, 7th Floor  
Los Angeles, California 90071  
Attn: Michael J. Kiely, Esq.  
Facsimile No.: (213) 620-8816  
Telephone No.: (213) 622-5555

## NOTICE TO SELLER

Notice is hereby given that all of Purchaser's right, title and interest (but not Purchaser's obligations) in and to (1) the Agreement for Purchase of Real Property and Joint Escrow Instructions, dated October 11, 2002 and (2) the Tri Party Agreement dated October 11, 2002 have been assigned to Chicago Deferred Exchange Corporation, under an Exchange Agreement between Purchaser and Chicago Deferred Exchange Corporation.

### Receipt Acknowledged:

### BOEING REALTY CORPORATION

By:   
STEPHEN J. BARKER  
Its: DIRECTOR-BUSINESS OPERATIONS

Copy to: Latham & Watkins  
633 West Fifth Street, Suite 4000  
Los Angeles, California 90071-2007  
Attn: Dale K. Neal, Esq.  
Facsimile No.: (213) 891-8763  
Telephone No.: (213) 891-7930